

GENCOR INDUSTRIES INC  
Form 8-K  
December 18, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

**Date of Report: December 13, 2007**

**(Date of earliest event reported)**

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**GENCOR INDUSTRIES, INC.**

**(Exact name of registrant as specified in its charter)**

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**5201 North Orange Blossom Trail, Orlando, Florida 32810**

**(Address of principal executive offices) (Zip Code)**

**(407) 290-6000**

**(Registrant's telephone number, including area code)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**0-3821**  
**(Commission File Number)**

**59-0933147**  
**(I.R.S. Employer**  
**Identification No.)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

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- “ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.**

The Board of Directors at its meeting of December 13, 2007, approved, in accordance with Article X of the Company's Amended and Restated By-Laws (the "By-Laws"), the Second Amended and Restated By-Laws of the Company (the "Amended By-Laws"). The Amended By-Laws amend Article VIII of the By-Laws to permit the issuance of uncertificated shares of the Company's stock. This amendment was made to comply with the listing requirements of the NASDAQ stock exchange. The text of amended Article VIII of the By-Laws is attached as Exhibit 3.5.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENCOR INDUSTRIES, INC.

Date: December 18, 2007

By: /s/ E.J. Elliott  
E.J. Elliott, Chairman and CEO

Date: December 18, 2007

By: /s/ Scott W. Runkel  
Scott W. Runkel, Chief Financial Officer